

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

SANOFI-AVENTIS and )  
SANOFI-AVENTIS U.S. LLC, )  
Plaintiffs, )  
v. ) C.A. No. 07-572 (GMS)  
ACTAVIS SOUTH ATLANTIC LLC, )  
AUROBINDO PHARMA LTD., )  
AUROBINDO PHARMA USA INC., )  
MYLAN PHARMACEUTICALS INC., PAR )  
PHARMACEUTICAL, INC., RANBAXY )  
INC., RANBAXY LABORATORIES )  
LIMITED, SUN PHARMACEUTICAL )  
INDUSTRIES, INC., SUN )  
PHARMACEUTICAL INDUSTRIES LTD, )  
TEVA PHARMACEUTICALS USA, INC., )  
TORRENT PHARMA INC. and TORRENT )  
PHARMACEUTICALS LIMITED, )  
Defendants. )

**PLAINTIFFS' REPLY TO DEFENDANT PAR  
PHARMACEUTICAL, INC.'S AMENDED COUNTERCLAIMS**

Plaintiffs sanofi-aventis and sanofi-aventis U.S. LLC, for their Reply to the numbered paragraphs of the Amended Counterclaims of Defendant Par Pharmaceutical, Inc. ("Par"), hereby state as follows:

1. Admitted, upon information and belief.
2. Admitted.
3. Admitted.
4. Plaintiffs restate and incorporates by reference their responses to the allegations contained in Counterclaim Paragraphs 1-3 as though set forth specifically herein.

5. Admitted that this Court has subject matter jurisdiction and that Par purports to state declaratory judgment counterclaims that arise under the Patent Laws of the

United States, 35 U.S.C. § 1 *et seq.*, and the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202, but denied that there is any factual or legal basis for these counterclaims.

6. Admitted.

7. Admitted that Par seeks a declaration that the '491 and '940 patents are not infringed and are invalid, but denied that the '491 and '940 patents are not infringed and/or are invalid.

8. Admitted.

9. Admitted that the Complaint contains the allegations recited in Counterclaim Paragraph 9 and that Par has denied those allegations.

10. Denied.

11. Denied.

12. Admitted.

13. Admitted that the Complaint contains the allegations recited in Counterclaim Paragraph 13 and that Par has denied those allegations.

14. Denied.

15. Denied.

16. Admitted.

17. Denied.

18. Denied.

Wherefore, Plaintiffs deny that Par is entitled to any relief, either as prayed for in its Amended Counterclaims or otherwise.

Plaintiffs further deny each allegation contained in Par's Amended Counterclaims that was not specifically admitted, denied, or otherwise responded to in this Reply to Defendant Par's Amended Counterclaims.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ Jack B. Blumenfeld*

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December 3, 2007

**CERTIFICATE OF SERVICE**

I hereby certify that on December 3, 2007 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:.

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I further certify that I caused to be served copies of the foregoing document on December 3, 2007 upon the following in the manner indicated:

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